

**CERTIFIED RESOLUTIONS OF THE BOARD OF DIRECTORS –**

**HHH CHOICES HEALTH PLAN, LLC**

The undersigned, being the Chairman of the Board of Directors of **HHH CHOICES HEALTH PLAN, LLC**, a New York limited liability company ("Company"), hereby certifies that the following resolutions were approved and adopted by the Board of Directors ("Board") of the Company at a meeting duly called and held on May 14, 2015, and that the resolutions are in full force and effect and have not been amended, modified or rescinded:

**I. CHAPTER 11 FILING**

**WHEREAS**, a group of petitioning creditors (The Royal Care, Inc., Amazing Home Care Services, LLC, and InterGen Health LLC) commenced involuntary proceedings under Title 11 of the United States Code ("Bankruptcy Code") against the Company in the U.S. Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") on May 4, 2015, which was assigned case number 15-11158-mew ("Involuntary Bankruptcy");

**WHEREAS**, after due and careful consideration of the financial situation of the Company and the Company's available alternatives, the Board has determined that it would be desirable and in the best interests of the Company to consent to the Involuntary Bankruptcy in accordance with the Bankruptcy Code;

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees, stockholders and other interested parties that consent to the Involuntary Bankruptcy, along with all other required documents, be filed by the Company in accordance with the Bankruptcy Code;

**RESOLVED**, that the Company, acting through its Chief Executive Officer, **Mary Frances Barrett** or such other officer as the Board may so designate ("Authorized Person"), is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify any document necessary for consent to the Involuntary Bankruptcy and cause them to be filed in the Bankruptcy Court at such time or in such other jurisdiction as the Authorized Person executing those documents shall determine; and

**RESOLVED**, that the Authorized Person and any employee or agent (including legal counsel) designated by or directed by the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers or documents and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Involuntary Bankruptcy, with a view to the successful prosecution of the Involuntary Bankruptcy.

## **II. RETENTION OF PROFESSIONALS**

**RESOLVED**, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors and other professionals in connection with the Involuntary Bankruptcy, with a view to the successful prosecution of the Involuntary Bankruptcy;

**RESOLVED**, that the firm of HARTER SECREST & EMERY LLP is hereby engaged as attorneys for the Company under a general retainer in the Involuntary Bankruptcy, subject to any requisite Bankruptcy Court approval; and

**RESOLVED**, that the firm of GETZLER HENRICH & ASSOCIATES LLC is hereby engaged as management and financial consultants for the Company under a general retainer in the Involuntary Bankruptcy, subject to any requisite Bankruptcy Court approval.

## **III. GENERAL**

**RESOLVED**, that the Authorized Person and any employee or agent (including legal counsel) designated by or directed by the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such person shall be or become necessary, proper or desirable with a view to the successful prosecution of the Involuntary Bankruptcy;

**RESOLVED**, that in connection with the Involuntary Bankruptcy, the Authorized Person and any employee or agent (including legal counsel) designated by or directed by the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate borrowings or other financial arrangements, such determination to be evidenced by such execution or taking of such action;

**RESOLVED**, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company (and any such actions heretofore taken by him are hereby ratified, confirmed and approved in all respects) to: (i) negotiate, execute, deliver, and/or file any and all of the agreements, documents, and instruments referenced in the foregoing resolutions, and such other agreements, documents, and instruments and assignments thereof as may be required or as the Authorized Person deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof in the name and on behalf of the Company, as the case may be, in such form and substance as the Authorized Person may approve, together with such changes and amendments to any of the terms and conditions thereof as the Authorized

Person may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of the Authorized Person to constitute evidence of such approval; (ii) negotiate, execute, deliver and file in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved in the foregoing resolutions and the transactions contemplated by the foregoing resolutions, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as the Authorized Person deems appropriate or advisable in connection therewith; and (iii) do such other things as may be required, or as may in the Authorized Person's judgment be appropriate or advisable, in order to effectuate fully the foregoing resolutions and the consummation of the transactions contemplated by the foregoing resolutions;

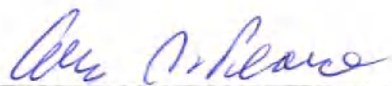
**RESOLVED**, that the director hereby authorizes and approves the Company's entering into any amendment to the organizational documents of any of its affiliates, subsidiaries or investees and other agreements, instruments or documents as may be necessary or desirable to provide that the filing of a voluntary petition in bankruptcy by the Company, or any affiliate, subsidiary or investee, shall not cause the Company to cease being a member, partner or other equity holder of that affiliate, subsidiary or investee or otherwise diminish the Company's rights in respect of that affiliate, subsidiary or investee or cause the dissolution of that affiliate, subsidiary or investee;

**RESOLVED**, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute such agreements, amendments, consents or other documents as may be necessary or desirable to effectuate the foregoing resolutions; and

**RESOLVED**, that all past actions heretofore taken by the Authorized Person in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Dated: May 28, 2015

**HHH CHOICES HEALTH PLAN, LLC**

By:   
Alan S. Pearce, Esq.  
Chairman of the Board of Directors